

Exhibit W

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

FEDERAL HOUSING FINANCE AGENCY, AS
CONSERVATOR FOR THE FEDERAL
NATIONAL MORTGAGE ASSOCIATION AND
THE FEDERAL HOME LOAN MORTGAGE
CORPORATION,

Plaintiff,

v.

NOMURA HOLDING AMERICA INC.,
NOMURA ASSET ACCEPTANCE
CORPORATION, NOMURA HOME EQUITY
LOAN, INC., NOMURA CREDIT & CAPITAL,
INC., NOMURA SECURITIES
INTERNATIONAL, INC., RBS SECURITIES
INC. (f/k/a GREENWICH CAPITAL MARKETS,
INC.), DAVID FINDLAY, JOHN MCCARTHY,
JOHN P. GRAHAM, NATHAN GORIN, and N.
DANTE LAROCCA,

Defendants.

No. 11-cv-6201 (DLC)

ECF Case

**DECLARATION OF AMANDA F. DAVIDOFF IN SUPPORT OF THE NOMURA
DEFENDANTS' LOCAL RULE 56.1 COUNTERSTATEMENT OF MATERIAL FACTS**

AMANDA F. DAVIDOFF hereby declares:

1. I am a member in good standing of the Bar of the State of New York and have been admitted to practice before this Court. I am a partner at the law firm of Sullivan & Cromwell LLP, counsel to Defendants Nomura Holding America Inc., Nomura Asset Acceptance Corp., Nomura Home Equity Loan, Inc., Nomura Credit & Capital, Inc., Nomura Securities International, Inc., David Findlay, John McCarthy, John P. Graham, Nathan Gorin and N. Dante Larocca in the above-captioned action. I submit this Declaration in opposition to FHFA's Motion for Partial Summary Judgment on the GSEs' Knowledge (the "Motion"), and to put before the Court certain documents relevant to the Motion.

2. A true and correct copy of the trade confirmation for NAA 2005-AR6, dated November 16, 2005, is attached hereto as Exhibit A.

3. A true and correct copy of the trade confirmation for NHELI 2006-FM1, dated December 19, 2005, is attached hereto as Exhibit B.

4. A true and correct copy of the trade confirmation for NHELI 2006-HE3, dated August 16, 2006, is attached hereto as Exhibit C.

5. A true and correct copy of the trade confirmation for NHELI 2006-FM2, dated October 18, 2006, is attached hereto as Exhibit D.

6. A true and correct copy of the trade confirmation for NHELI 2007-1, dated January 23, 2007, is attached hereto as Exhibit E.

7. A true and correct copy of the trade confirmation for NHELI 2007-2, dated December 27, 2006, is attached hereto as Exhibit F.

8. A true and correct copy of a letter from Jon Corey to Katherine Stoller, dated July 16, 2013, is attached hereto as Exhibit G.

9. A true and correct copy of the trade confirmation for NHELI 2007-3, dated April 26, 2007, is attached hereto as Exhibit H.

10. A true and correct copy of FHFA's Responses to Defendants' Sixth Set of Interrogatories, dated December 20, 2013, is attached hereto as Exhibit I.

11. A true and correct copy of an email from Jessica Hewel to Shayan Salahuddin transmitting the Prospectus Supplement for NAA 2005-AR6, dated November 29, 2005, is attached hereto as Exhibit J.

12. A true and correct copy of excerpts from the Prospectus Supplement for NAA 2005-AR6, dated September 27, 2005, is attached hereto as Exhibit K.

13. A true and correct copy of the credit approval for NHELI 2006-FM1, dated December 16, 2005, is attached hereto as Exhibit L.

14. A true and correct copy of an email from Steven Katz to Michael Aneiro, Lori Geflic, and Steve Keleher transmitting the Free Writing Prospectus for NHELI 2006-FM1, dated December 16, 2005, is attached hereto as Exhibit M.

15. A true and correct copy of excerpts from the Free Writing Prospectus for NHELI 2006-FM1, dated December 16, 2005, is attached hereto as Exhibit N.

16. A true and correct copy of an email from Peter Kelly to Song Jo transmitting the Prospectus Supplement for NHELI 2006-FM1, dated January 30, 2006, is attached hereto as Exhibit O.

17. A true and correct copy of excerpts from the Prospectus Supplement for NHELI 2006-FM1, dated January 27, 2006, is attached hereto as Exhibit P.

18. A true and correct copy of an email from Sean Curran transmitting the Free Writing Prospectus for NHELI 2006-HE3, dated August 11, 2006, is attached hereto as Exhibit Q.

19. A true and correct copy of excerpts from the Free Writing Prospectus for NHELI 2006-HE3, dated August 11, 2006, is attached hereto as Exhibit R.

20. A true and correct copy of the credit approval for NHELI 2006-HE3, dated August 11, 2006, is attached hereto as Exhibit S.

21. A true and correct copy of excerpts from the Prospectus Supplement for NHELI 2006-HE3, dated August 29, 2006, is attached hereto as Exhibit T.

22. A true and correct copy of the credit approval for NHELI 2006-FM2, dated October 3, 2006, is attached hereto as Exhibit U.

23. A true and correct copy of excerpts from the Free Writing Prospectus for NHELI 2006-FM2, dated October 11, 2006, is attached hereto as Exhibit V.

24. A true and correct copy of excerpts from the Prospectus Supplement for NHELI 2006-FM2, dated October 30, 2006, is attached hereto as Exhibit W.

25. A true and correct copy of excerpts from the Free Writing Prospectus for NHELI 2007-1, dated January 17, 2007, is attached hereto as Exhibit X.

26. A true and correct copy of the credit approval for NHELI 2007-1, dated January 23, 2007, is attached hereto as Exhibit Y.

27. A true and correct copy of excerpts from the Prospectus Supplement for NHELI 2007-1, dated January 29, 2007, is attached hereto as Exhibit Z.

28. A true and correct copy of the credit approval for NHELI 2007-2, dated December 22, 2006, is attached hereto as Exhibit AA.

29. A true and correct copy of excerpts from the Free Writing Prospectus for NHELI 2007-2, dated January 26, 2007, is attached hereto as Exhibit BB.

30. A true and correct copy of excerpts from the Prospectus Supplement for NHELI 2007-2, dated January 30, 2007, is attached hereto as Exhibit CC.

31. A true and correct copy of an email from Stacey Kenneweg to Ron Ratcliffe and Melissa Crabtree, dated March 23, 2007, is attached hereto as Exhibit DD.

32. A true and correct copy of the credit approval for NHELI 2007-03, dated April 26, 2007, is attached hereto as Exhibit EE.

33. A true and correct copy of excerpts from the Free Writing Prospectus for NHELI 2007-3, dated April 24, 2007, is attached hereto as Exhibit FF.

34. A true and correct copy of excerpts from the Prospectus Supplement for NHELI 2007-3, April 27, 2007, is attached hereto as Exhibit GG.

35. A true and correct copy of the Freddie Mac Alternative Markets Operations review of Equifirst Corporation, dated September 22 and 23, 2004, is attached hereto as Exhibit HH.

36. A true and correct copy of a spreadsheet titled, "MABS Concentrations and Unapproved Counterparties," dated November 30, 2006, is attached hereto as Exhibit II.

37. A true and correct copy of the Freddie Mac Alternative Markets Operations review of ResMae, dated April 14 and 15, 2004, is attached hereto as Exhibit JJ.

38. A true and correct copy of a memo from Stacey Kenneweg titled "ADDENDUM (MABS) to CCRM Trade Approval / Trade Notification Requirements memo dated 3/30/07," dated April 11, 2007, is attached hereto as Exhibit KK.

39. A true and correct copy of excerpts from the transcript of the deposition of Lesia Bates-Moss, taken October 9, 2013, is attached hereto as Exhibit LL.

40. A true and correct copy of excerpts from the transcript of the deposition of Kevin B. Palmer, taken October 31, 2013, is attached hereto as Exhibit MM.

41. A true and correct copy of a letter from Jon Corey to Katherine Stoller dated June 28, 2013, is attached hereto as Exhibit NN.

42. A true and correct copy of excerpts from Fannie Mae's Private Label Securities Policy, dated July 13, 2005, is attached hereto as Exhibit OO.

43. A true and correct copy of the Freddie Mac Alternative Markets Operations review of Nomura, dated March 14, 2006, is attached hereto as Exhibit PP.

44. A true and correct copy of excerpts from the Pooling and Servicing Agreement for NHELI 2006-HE3, dated August 1, 2006, is attached hereto as Exhibit QQ.

45. A true and correct copy of excerpts from the Pooling and Servicing Agreement for NHELI 2006-FM2, dated October 1, 2006, is attached hereto as Exhibit RR.

46. A true and correct copy of excerpts from the Pooling and Servicing Agreement for NHELI 2007-1, dated January 1, 2007, is attached hereto as Exhibit SS.

47. A true and correct copy of excerpts from the Pooling and Servicing Agreement for NHELI 2007-2, dated January 1, 2007, is attached hereto as Exhibit TT.

48. A true and correct copy of excerpts from the Pooling and Servicing Agreement for NHELI 2007-3, dated April 1, 2007, is attached hereto as Exhibit UU.

49. A true and correct copy of excerpts from the transcript of the deposition of Jon Patterson, taken April 30, 2014, is attached hereto as Exhibit VV.

50. A true and correct copy of the Wells Fargo Collateral Risk Report Package for NHELI 2006-HE3, dated November 1, 2006, is attached hereto as Exhibit WW.

51. A true and correct copy of the Wells Fargo Collateral Risk Report Package for NHELI 2006-HE3, dated December 1, 2006, is attached hereto as Exhibit XX.

52. A true and correct copy of the Wells Fargo Collateral Risk Report Package for NHELI 2006-HE3, dated January 1, 2007, is attached hereto as Exhibit YY.

53. A true and correct copy of the Wells Fargo Collateral Risk Report Package for NHELI 2006-HE3, dated February 1, 2007, is attached hereto as Exhibit ZZ.

54. A true and correct copy of the Wells Fargo Collateral Risk Report Package for NHELI 2006-FM2, dated February 1, 2007, is attached hereto as Exhibit AAA.

55. A true and correct copy of the Wells Fargo Collateral Risk Report Package for NHELI 2006-HE3, dated March 1, 2007, is attached hereto as Exhibit BBB.

56. A true and correct copy of Defendants' First Set of Requests for Admission to Plaintiff Federal Housing Finance Agency, dated November 6, 2013, is attached hereto as Exhibit CCC.

57. A true and correct copy of the Objections and Responses to Defendants' First Set of Requests for Admission, dated December 18, 2013, is attached hereto as Exhibit DDD.

58. A true and correct copy of an email from Eric Cochran to Beth Stewart with attachments, dated May 7, 2013, is attached hereto as Exhibit EEE.

59. A true and correct copy of an email from David Hackney to Ronald Feigles and Lenore Kelly regarding "NHELI 2007-1," with attachments, dated May 2, 2008, is attached hereto as Exhibit FFF.

60. A true and correct copy of an email from David Hackney to Ronald Feigles and Lenore Kelly, attaching "monthly reports listing delinquent loans," dated May 2, 2008, is attached hereto as Exhibit GGG.

61. A true and correct copy of excerpts from the Expert Report of Robert W. Hunter Regarding the Underwriting of Mortgage Loans Underlying the Nomura Securitizations, dated May 15, 2014, is attached hereto as Exhibit HHH.

62. A true and correct copy of excerpts from the Expert Report of John A. Kilpatrick, Ph.D. Concerning Accuracy of Appraisals, dated May 15, 2014, is attached hereto as Exhibit III.

63. A true and correct copy of an email from John Kistler transmitting “Computational Materials” for NAA 2005-AR6, dated November 21, 2005, is attached hereto as Exhibit JJJ.

64. A true and correct copy of excerpts from the transcript of the deposition of Perri Henderson, taken November 6, 2013, is attached hereto as Exhibit KKK.

65. A true and correct copy of excerpts from the transcript of the deposition of Michael H. Aneiro, taken June 6, 2013, is attached hereto as Exhibit LLL.

I declare under penalty of perjury that the foregoing is true and correct.

Executed in Washington, D.C. on June 3, 2014.

/s/ Amanda F. Davidoff
Amanda F. Davidoff